

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

IN THE GENERAL COURT OF JUSTICE
SUPERIOR COURT DIVISION
FILED CIVIL ACTION NO: 19-CVS-12904

XPO LOGISTICS, INC.,

2019 JUL 18 P 1:04

Plaintiff,
MECKLENBURG CO., C.S.C.

v.

AFFIDAVIT OF JAMES J. BYRNE

JESSICA NORTHROP,

Defendant.

James J. Byrne, being first duly sworn, deposed and says:

1. I am an adult citizen and resident of New Hampshire, and I make this Affidavit in support of the Motion for Preliminary Injunction filed by XPO Logistics, Inc. (“XPO”). The statements I have made in this affidavit are based on my own knowledge and information set forth in public sources.
2. I am employed by XPO as District Network Senior Manager. My job responsibilities in this position include overseeing the financial, budgeting, sales and operational aspects of XPO’s LTL business for the district known as the “Boston district.” This district covers seven states. The Syracuse, New York facility that Ms. Northrop previously managed for XPO was located within the Boston district.
3. As described in XPO’s Verified Complaint, in her role as Service Center Manager, Ms. Northrop was responsible for the operational and financial performance of the Syracuse facility. These responsibilities included implementing new strategies and initiatives, managing programs and process improvements to ensure continued business growth and long-term relationships with customers and accountability for overall facility performance.

4. XPO also trains its Service Center Managers to identify opportunities to expand business with customers who may have needs for additional transportation solutions, such as brokerage, “expedite” or “last mile.” XPO’s Facility Managers are responsible for promoting XPO’s business strategy of providing customers with integrated transportation and logistics services according to their needs. Accordingly, by virtue of her role as Facility Manager, Ms. Northrop had exposure to XPO’s pricing and potential business opportunities across XPO’s range of transportation and logistics solutions.

5. After filing this action, XPO learned that Saia LTL, XPO’s direct competitor, had changed Ms. Northrop’s position from Terminal Manager at its new Syracuse, New York terminal to “Special Projects Manager” at its newly-opened Newburgh, New York facility. I understand that the Newburgh facility is Saia’s headquarters for the district.

6. I also understand that Ms. Northrop advised XPO’s counsel that her duties in the “Projects Manager” role would be to address “operational issues” at the Newburgh facility and other Saia facilities. Particularly in light of the confidential materials she took from XPO involving XPO’s proprietary management and operational processes, Ms. Northrop’s role in assisting the operations at multiple facilities would allow her to utilize XPO’s information to improperly compete with XPO. XPO’s management and operational processes and analytics for its LTL facilities provide it with a competitive advantage and using such information would provide a competitor with an unfair benefit.

7. Saia’s Newburgh facility, like its Syracuse facility, is in the same district as XPO’s Syracuse facility and competes directly with XPO for business. As described in XPO’s Verified Complaint, Ms. Northrop’s access to XPO’s Confidential Information—including the type of information she unlawfully took from XPO after accepting her job at Saia—relating to other

facilities in her district as well as XPO's entire LTL business would provide a competitor such as Saia with an with an unfair advantage. Because this information is applicable to any LTL terminal, it can be used anywhere an LTL facility is competing within XPO's LTL network.

This 17th day of July, 2019.

James J. Byrne

Sworn to and subscribed
before me, this 17th day of
July, 2019.

Notary Public

My commission expires:

(Official Seal)

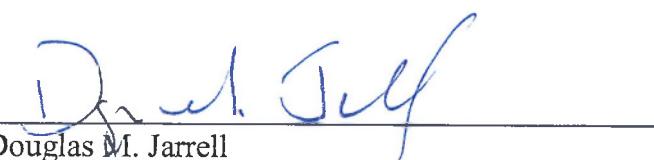
THERESA L. PROCTOR
Notary Public, State of New York
No. 01PR6345779
Qualified in Oswego County 2020
Commission Expires August 1, 2020

CERTIFICATE OF SERVICE

I hereby certify that the foregoing has been served upon all counsel of record by email and first-class mail, postage prepaid as follows:

Craig L. Leis (craig@gibbonsleis.com)
Gibbons Leis PLLC
14045 Ballantyne Corporate Place, Suite 325
Charlotte, NC 28277

This 18th day of July, 2019.


Douglas M. Jarrell